

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In re Applications of)	
)	
COX TMI WIRELESS, LLC, Assignor,)	
)	
and)	WT Docket No. _____
)	
CELLCO PARTNERSHIP d/b/a VERIZON)	
WIRELESS, Assignee)	
)	
for Consent to the Assignment of)	
Commission Licenses and Authorizations)	
Pursuant to Section 310(d) of the)	
Communications Act)	

DECLARATION OF SUZANNE FENWICK

1. I am Executive Director for Corporate Development for Cox Communications (“Cox”). My responsibilities include providing leadership and accountability for Cox’s acquisition strategy. I have held this position for ten of the past twelve years while employed by Cox. My responsibilities have included strategic review of the company's wireless business and I have been intimately involved in the determination regarding its viability. In making this declaration, I am relying on thorough inquiry and on the kinds of information on which I routinely rely in performing the duties of my office.

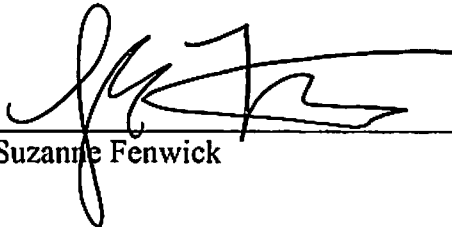
2. I am submitting this declaration in support of the application to the Federal Communications Commission in which Verizon Wireless will seek approval to acquire 30 Advanced Wireless Services (“AWS”) licenses from Cox TMI Wireless, LLC (“Cox Wireless”).

3. Over the past several years, Cox has spent substantial resources in an effort to enter the wireless market as a facilities-based provider covering Cox's cable footprint. This effort included initially participating in the SpectrumCo endeavor to obtain AWS spectrum. Cox CWI Investments ("CWI") held a 10.9% interest in SpectrumCo. In 2008, CWI redeemed its interests in SpectrumCo and in exchange received 30 AWS licenses covering much of Cox's wireline territory. These licenses were assigned to Cox Wireless. In early 2009, Cox Wireless entered into contracts with various vendors to build a 3rd Generation (3G) wireless network. As part of this effort, Cox Wireless deployed and tested 3G network infrastructure in several areas, but never offered commercial facilities-based service in any of its markets.
4. In order to speed market entry as it worked to deploy its own network infrastructure, in 2008, Cox Wireless entered into a mobile virtual network operator ("MVNO") agreement with Sprint Nextel to provide 3G services. Under that agreement, Cox Wireless launched its own branded wireless services utilizing Sprint's CDMA network in eight markets and planned to cover more than half of Cox's cable footprint by the end of 2011.
5. By May of 2011, Cox Wireless had concluded that it was uneconomic to provide 3G wireless services utilizing its own network infrastructure. It thus announced that beginning that month it would decommission the 3G network infrastructure it had deployed in several areas and focus its efforts solely as an MVNO. Although it had initiated network trials in 2009, Cox Wireless had not deployed commercial services.
6. On November 15, 2011, Cox Wireless announced that it was discontinuing its 3G MVNO wireless phone services, effective the following day. Cox Wireless has not added

any new wireless customers since November 16, 2011, and all existing customers will be transitioned to other providers by March 30, 2012, pursuant to the company's transition plan. As of that date, Cox Wireless will not be providing 3G mobile services to any customers.

7. The decision to discontinue the Cox Wireless 3G service was based on the lack of wireless scale necessary to compete in the marketplace; the acceleration of competitive 4G networks in Cox's territories, where Cox Wireless was limited by its MVNO agreement to providing 3G services; as well as the cost and complexities associated with obtaining wireless devices most attractive to consumers. This departure from the market comes despite Cox having made substantial investments in spectrum, network equipment, device purchases and in negotiating roaming arrangements. Cox has a strong commitment to the wireless marketplace and has expended significant effort and resources to provide facilities-based services. It became increasingly clear, though, that Cox Wireless would not be able to deploy a 3G mobile service on the AWS spectrum without sustaining unacceptably large losses.

I, Suzanne Fenwick, declare under penalty of perjury that the foregoing declaration is true and correct. Executed on December 20, 2011.



Suzanne Fenwick